

NOTICE OF ANNUAL GENERAL MEETING 2017

WEDNESDAY 26 APRIL 2017 AT 12 NOON

THE LONDON OFFICES OF TULLOW OIL PLC, 9 CHISWICK PARK,
566 CHISWICK HIGH ROAD, LONDON W4 5XT

IMPORTANT

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, or any aspect of the proposals referred to in this document, you should contact an appropriate independent adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all of your shares in Tullow Oil plc you should forward this document (but not with the accompanying personalised Form of Proxy) to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



NOTICE OF ANNUAL GENERAL MEETING 2017

Tullow Oil plc

Registered in England and Wales No. 3919249
Registered Office: 9, Chiswick Park,
566 Chiswick High Road, London W4 5XT

17 March 2017

DEAR SHAREHOLDER

Annual General Meeting 2017

The Annual General Meeting (the "AGM") of the Company will be held at the London offices of Tullow Oil plc at 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT on Wednesday 26th April 2017 at 12 noon. The Notice convening the AGM is set out on pages 7 to 11 of this document. A Form of Proxy and a prepaid reply envelope for use in respect of the AGM are enclosed. A location map is shown on the reverse of the attendance card that detaches from the Form of Proxy. I would like to take this opportunity to give you some information about the resolutions to be considered at the AGM.

Resolution 1: Reports and accounts

This Resolution deals with the receipt and adoption of the accounts for the financial year ended 31 December 2016 and the associated reports of the Directors and auditors.

Resolutions 2 and 3: Directors' remuneration

In accordance with the Companies Act 2006 (the "Act"), the Company's Directors' Remuneration Report is divided into three parts: (i) the Annual Statement by the Chairman of the Remuneration Committee; (ii) the Directors' Remuneration Policy Report; and (iii) the Annual Report on Remuneration.

- The Annual Statement by the Chairman of the Remuneration Committee (which is set out on pages 80 to 82 of the Annual Report and Accounts) provides a summary of the Directors' Remuneration Policy Report and the Annual Report on Remuneration.
- The Directors' Remuneration Policy Report (which is set out on pages 83 to 91 of the Annual Report and Accounts) sets out the Company's future policy on Directors' remuneration.
- The Annual Report on Remuneration is set out on pages 92 to 100 of the Annual Report and Accounts and gives details of the payments and share awards made to the Directors in connection with their and the Company's performance during the year ended 31 December 2016. It also details how the Company's policy on Directors' remuneration will be operated in 2017 (although, for ease of reference, those details have also been presented within the Directors' Remuneration Policy Report).

Resolution 2 invites shareholders to approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration for the financial year ended 31 December 2016. Resolution 2 is an advisory vote.

Resolution 3 invites shareholders to approve the Directors' Remuneration Policy Report. This is a binding vote on policy and, after it takes effect, the Directors' remuneration will be paid in accordance with the policy or as otherwise approved by shareholders. If Resolution 3 is approved, the policy will be effective from 1 January 2017. Shareholders will be given a binding vote on the Directors' Remuneration Policy Report at least every three years.

Resolutions 4 to 12: Re-election of Directors

These Resolutions deal with the re-election of Directors.

Both Ann Grant and I have announced our intention to resign as Directors of the Company at the conclusion of the AGM and so will not stand for re-election. In accordance with the provisions of the UK Corporate Governance Code, each of the other Directors will stand for re-election.

Following an independent external evaluation of the Board's performance, the Board is satisfied that each Director has the skills, experience and commitment necessary to contribute effectively to the deliberations of the Board. The Board therefore unanimously recommends the re-election of the Directors set out in Resolutions 4 to 12.

Biographical details of each of the Directors standing for re-election appear on pages 5 and 6 of this document.

Resolutions 13 and 14: Appointment of auditors

These Resolutions deal with the re-appointment of Deloitte LLP as auditors of the Company and the authorisation of the Audit Committee to determine their remuneration.

Resolution 15: Amendments to the Tullow Incentive Plan

This resolution seeks shareholder approval to amend the existing rules of the Tullow Incentive Plan (the "TIP") to clarify certain drafting inconsistencies and to reflect the proposed changes to the Remuneration Policy proposed in Resolution 3. These changes are as follows:

- giving the Remuneration Committee the discretion to settle any portion of the annual cash bonus component of the TIP award in deferred shares, to vest not less than one year from the date of grant;
- aligning the Maximum Participation Amount of Executive Directors' with the 2017 Remuneration Policy;
- giving the Remuneration Committee the discretion to grant an award of deferred shares to a former TIP participant who ceased employment with the company during or after the financial year but prior to the normal TIP Award Date under good leaver status, pro-rated for the proportion of the year worked; and
- other administrative amendments and clarification of drafting inconsistencies.

A summary of the operation of the TIP within the 2017 Remuneration Policy can be found on pages 81 to 100 of the Annual Report and Accounts. All other rules of the TIP remain unchanged from those summarised in the 2013 Notice of AGM, copies of which are available on the Company's website.

A copy of the rules of the TIP incorporating the proposed changes will be available for inspection from the date of this Notice until the conclusion of the AGM during normal business hours on any weekday at the registered office of the Company and at the offices of Dickson Minto W.S. at Level 13, Broadgate Tower, 20 Primrose Street, London EC2A 2EW. The amended rules will also be available for inspection at the AGM from 15 minutes prior to and until the conclusion of the AGM.

Resolution 16: Directors' authority to allot shares

This Resolution is proposed as an ordinary resolution to give authority to the Directors to allot shares. This Resolution will, if approved, renew the Directors' authority to allot shares until the conclusion of the AGM to be held in 2018 or 26 July 2018, whichever is the earlier. This authority is restricted to the allotment of shares having an aggregate nominal value of £30,505,814 representing approximately one-third of the Company's issued ordinary share capital on 15 March 2017, being the latest practicable date prior to the publication of this Notice. The Company does not currently hold any shares in treasury.

The extent of the authority is in line with the Share Capital Management Guidelines issued by the Investment Association.

Save as recently announced in connection with the rights issue being conducted by the Company, which will be the subject of a separate resolution at a separately convened General Meeting, there are no present plans to allot shares other than in respect of employee share schemes.

Resolutions 17 and 18: Dis-application of pre-emption rights

These Resolutions are proposed as special resolutions to dis-apply pre-emption rights. Section 561 of the Act gives all shareholders the right to participate on a pro rata basis in all issues of equity securities for cash, unless they agree that this right should be set aside.

Resolution 17 empowers the Directors, until the conclusion of the AGM to be held in 2018 or 26 July 2018, whichever is the earlier, to allot equity securities for cash, without first offering them on a pro rata basis to existing shareholders, but only up to a maximum nominal amount of £4,575,872.10, representing approximately 5% of the Company's issued ordinary share capital on 15 March 2017, being the latest practicable date prior to the publication of this Notice.

Resolution 18 will give the Directors a further power, until the conclusion of the AGM to be held in 2018 or 26 July 2018, whichever is the earlier, to allot equity securities for cash, without first offering them on a pro rata basis to existing shareholders up to an additional maximum nominal amount of £4,575,872.10, representing an approximate additional 5% of the Company's issued ordinary share capital on 15 March 2017, being the latest practicable date prior to the publication of this Notice.

In accordance with the Pre-Emption Group's Statement of Principles, the Directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The Directors also confirm their intention to follow the provisions of the Principles regarding cumulative usage of authorities within a three-year rolling period where the Principles provide that usage in excess of 7.5% of the Company's issued ordinary share capital should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as above.

The Directors consider that it is appropriate for this authority and these powers to be granted to preserve maximum flexibility for the future.

Resolution 19: Notice of general meetings

This Resolution is proposed as a special resolution, and seeks shareholder approval for holding general meetings on 14 clear days' notice. Under the Act, the notice period for the holding of general meetings (other than an annual general meeting) of a company is 21 clear days unless shareholders agree to a shorter notice period and certain other conditions are met. The Company currently has the power to call general meetings (other than annual general meetings) on 14 clear days' notice. The Board believes it is in the best interests of shareholders to preserve the shorter notice period and, accordingly, proposes that Resolution 19 be passed as a special resolution.

The Board confirms that it will only call general meetings on shorter notice for non-routine business and where the timing of the meeting is considered to be urgent and abridged notice is considered to be in the interests of shareholders as a whole. If this Resolution is passed, the authority to convene general meetings on 14 clear days' notice will remain effective until the conclusion of the AGM to be held in 2018.

NOTICE OF ANNUAL GENERAL MEETING 2017 CONTINUED

Resolution 20: Share purchases

This Resolution seeks, as a special resolution, shareholder approval to allow the Company to make market purchases (within the meaning of section 693(4) of the Act) of the Company's ordinary shares on such terms and in such manner as the Directors may determine from time to time, subject to the limitations set out in this Resolution. If this Resolution is passed, the Company will be authorised to purchase up to a maximum of 91,517,442 ordinary shares, representing approximately 10% of the Company's issued ordinary share capital on 15 March 2017, being the latest practicable date prior to the publication of this Notice. This Resolution also sets out the minimum and maximum price that the Company may pay for purchases of its ordinary shares.

If this Resolution is passed, the authority for the Company to purchase its ordinary shares will remain effective until the conclusion of the AGM to be held in 2018 or 26 July 2018, whichever is the earlier. Under the authority sought by this Resolution, the Company may purchase its ordinary shares following the date on which the authorisation expires if such purchases are made pursuant to contracts entered into by the Company on or prior to the date on which the authority conferred by it expires.

The Directors will only exercise this buy-back authority, after careful consideration, when it is in the best interest of shareholders generally, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels, the expected effect on earnings per share and the overall financial position of the Company. The Directors do not have any current intention to exercise the buy-back authority if approved. Purchases would be financed out of distributable profits and shares purchased would either be cancelled (and the number of shares in issue reduced accordingly) or held as treasury shares.

The Company operates certain share option schemes under which awards may be satisfied by the allotment or transfer of ordinary shares to a scheme participant. As at 15 March 2017, being the latest practicable date prior to the publication of this Notice, options were subsisting over 45,670,365 ordinary shares (the "Option Shares") representing approximately 4.99% of the Company's issued share capital. If the authority to purchase the Company's ordinary shares (as described in this Resolution) were exercised in full, the Option Shares would represent approximately 5.54% of the Company's issued share capital as at 15 March 2017, being the latest practicable date prior to the publication of this Notice (as reduced by that purchase and excluding any of the Company's shares that may then be held in treasury). As at 15 March 2017, being the latest practicable date prior to the publication of this Notice, the Company did not hold any shares in treasury and there were no warrants over the Company's ordinary shares.

Poll voting

Each of the resolutions to be considered at the AGM will be voted on by way of a poll. This ensures that shareholders who are not able to attend the AGM, but who have appointed proxies, have their votes fully taken into account. Any Directors who have been appointed as proxies will cast those votes as directed by the person who appointed them. The results of the polls will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the AGM, and no later than 6.00 p.m. on 26 April 2017.

Action to be taken

A Form of Proxy and a prepaid reply envelope for use in respect of the AGM are enclosed. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon whether or not you intend to be present at the AGM. The Form of Proxy should be returned so as to be received by the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and by no later than 12 noon on 24 April 2017. You can also appoint a proxy online at www.investorcentre.co.uk/eproxy or through CREST.

Further details of how to do so are set out in the notes to the Notice of AGM on pages 9 to 11 of this document.

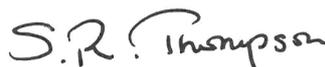
Ghanaian shareholders

To allow our shareholders in Ghana to participate in the AGM, we have put in place special procedures for them to cast their votes and appoint a proxy. The procedures are explained in advertisements we have placed in local newspapers in Ghana. In summary, Forms of Proxy may be obtained from our registrars in Ghana. If any of our Ghanaian shareholders need further assistance, they should contact Central Securities Depository (Ghana) Limited, 4th Floor, Cedi House, P.M.B CT, 465 Cantonments, Accra, Ghana (telephone +233 (0)303 972 254/ (0)302 689 313) or email info@csd.com.gh.

Recommendation

Your Directors believe that the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them, as they propose to do so in respect of their own shareholdings.

Yours faithfully



Simon R Thompson
Chairman

DIRECTORS' BIOGRAPHIES

The following biographies are of those directors seeking re-election at the AGM:

Tutu Agyare

Non-executive Director

Tutu Agyare (age 54, Ghanaian) was appointed as a non-executive Director in August 2010. He is currently a Managing Partner at Nubuke Investments, an asset management firm focused solely on Africa, which he founded in 2007. Previously, he had a 21-year career with UBS Investment Bank, holding a number of senior positions, most recently as the Head of European Emerging Markets, and served on the Board of Directors.

Committee membership: Audit Committee, Nominations Committee and Remuneration Committee.

Other directorships and offices: Tutu is a director of the Nubuke Foundation, a Ghanaian-based cultural and educational foundation. Tutu is also a Senior Advisor to Power Africa, an initiative launched by the Obama administration to increase access to electricity in Africa.

Mike Daly

Non-Executive Director

Mike Daly (age 63, British) was appointed as a non-executive Director in June 2014 following a 28 year career at BP where he held a number of senior roles. Most recently, he was Executive Vice President Exploration and a member of BP's Group executive team until January 2014.

Committee membership: Audit Committee, Nominations Committee and EHS Committee.

Other directorships and offices: Mike is a visiting Professor at the University of Oxford and a Senior Director at Macro Advisory Partners. Mike is also a non-executive Director of CGG, an integrated geoscience company based in France, which is listed on the Euronext and New York Stock Exchanges.

Anne Drinkwater

Non-executive Director

Anne Drinkwater (age 61, British) was appointed as a non-executive Director in July 2012. Anne's appointment followed a long career at BP, where she held a number of senior business and operations positions, including President and Chief Executive Officer of BP Canada Energy Company, President of BP Indonesia and Managing Director of BP Norway.

Committee membership: EHS Committee (Chair), Nominations Committee, Audit Committee and Remuneration Committee.

Other directorships and offices: Anne is a non-executive Director of Aker Solutions ASA (Norway) and is an oil and gas advisor to the Government of the Falkland Islands.

Aidan Heavey

Chief Executive Officer and Chairman designate

Aidan Heavey (age 63, Irish) is the founder of Tullow Oil and has been Chief Executive Officer since 1985. He has played a key role in Tullow's development as a leading independent oil and gas exploration and production group. If re-elected, Aidan will be appointed as non-executive Chairman following the AGM.

Steve Lucas

Non-executive Director

Steve Lucas (age 62, British) was appointed as a non-executive Director in March 2012. A Chartered Accountant, Steve was Finance Director at National Grid plc from 2002 to 2010 and previously worked for 11 years at Royal Dutch Shell and for six years at BG Group, latterly as Group Treasurer.

Committee membership: Audit Committee (Chair), Nominations Committee, Remuneration Committee, and Ethics and Compliance Committee.

Other directorships and offices: Steve is a non-executive Director of Acacia Mining plc and Chairman of Ferrexpo plc. Steve is also a Director of Mauser Group BV.

Angus McCoss

Exploration Director

Angus McCoss (age 55, British) was appointed to the Board of Directors in 2006 following 21 years of wide-ranging exploration experience, working primarily with Shell in Africa, Europe, China, South America and the Middle East. Angus held a number of senior positions at Shell, including Regional Vice President of Exploration for the Americas and General Manager of Exploration in Nigeria. He holds a PhD in Structural Geology.

Other directorships and offices: Angus is a non-executive Director of Ikon Science Limited and a member of the Advisory Board of the industry-backed Energy and Geoscience Institute of the University of Utah.

DIRECTORS' BIOGRAPHIES CONTINUED

Paul McDade

Chief Operating Officer and Chief Executive Officer designate Paul McDade (age 53, British) was appointed to the Board of Directors in 2006, having joined Tullow in 2001. Paul was appointed Chief Operating Officer following the Energy Africa acquisition in 2004, having previously managed Tullow's UK gas business. If re-elected, Paul will be appointed Chief Executive Officer following the AGM. An engineer with over 25 years' experience, Paul has worked in various operational, commercial and management roles with Conoco, Lasmo and ERC. He has broad international experience having worked in the UK North Sea, Latin America, Africa and South East Asia. Paul holds degrees in civil engineering and petroleum engineering.

Committee membership: EHS Committee.

Ian Springett

Chief Financial Officer

Ian Springett (age 59, British), a Chartered Accountant, was appointed to the Board of Directors in 2008. Prior to joining Tullow, Ian worked at BP for 23 years where he gained extensive international oil and gas experience. Ian held a number of senior positions at BP, including Vice President of BP Finance and CFO for the United States and also served as a Business Unit Leader in Alaska.

Committee membership: Ethics and Compliance Committee.

Other directorships and offices: Ian was appointed a non-executive director of G4S plc with effect from 1 January 2017.

Jeremy Wilson

Non-executive Director and Senior Independent Director designate

Jeremy Wilson (age 52, British) was appointed as a non-executive Director in October 2013 following a 26-year career at J.P. Morgan, where he held a number of senior positions, most recently Vice Chairman of the Energy Group.

Committee membership: Remuneration Committee (Chair), Nominations Committee and Audit Committee.

Other directorships and offices: Jeremy is a non-executive Director of John Wood Group PLC (UK) and a director of The Lakeland Climbing Centre Ltd and the Lakeland Climbing Foundation.

NOTICE OF ANNUAL GENERAL MEETING 2017

Notice is hereby given that the Annual General Meeting of Tullow Oil plc (the "Company") will be held at the London offices of Tullow Oil plc at 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT on Wednesday 26 April 2017 at 12 noon to consider and, if thought fit, pass the resolutions set out below.

Resolutions 1 to 16 will be proposed as ordinary resolutions and Resolutions 17 to 20 will be proposed as special resolutions.

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2016 and the associated reports of the Directors and Auditors.
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration set out on pages 80 to 82 and 92 to 100 of the Company's annual report and accounts for the financial year ended 31 December 2016.
3. To approve the Directors' Remuneration Policy Report set out on pages 83 to 91 of the Company's annual report and accounts for the financial year ended 31 December 2016.
4. To re-elect Tutu Agyare as a Director.
5. To re-elect Mike Daly as a Director.
6. To re-elect Anne Drinkwater as a Director.
7. To re-elect Aidan Heavey as a Director.
8. To re-elect Steve Lucas as a Director.
9. To re-elect Angus McCoss as a Director.
10. To re-elect Paul McDade as a Director.
11. To re-elect Ian Springett as a Director.
12. To re-elect Jeremy Wilson as a Director.
13. To re-appoint Deloitte LLP as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in 2018.
14. To authorise the Audit Committee to determine the remuneration of Deloitte LLP.
15. THAT the amended Rules of the Tullow Incentive Plan (the "TIP") produced at the meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:
 - a) make such modifications to the TIP as they may consider appropriate to take account of best practice and for the implementation of the TIP and to adopt the TIP as so modified and to do all such other acts and things as they may consider appropriate to implement the TIP; and
 - b) establish further plans based on the TIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the TIP.

16. THAT the Board of Directors of the Company (the "Board") be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company up to an aggregate nominal amount of £30,505,814, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or on 26 July 2018, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

17. THAT if Resolution 16 is passed, the Board be empowered to allot equity securities (as defined in the Companies Act 2006) (including the grant of rights to subscribe for, or to convert any securities into, equity securities) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited to the allotment of equity securities and the sale of treasury shares for cash:
 - a) in connection with a rights issue, open offer or and other pre-emptive issue; and
 - b) (otherwise than under paragraph (a) above,) up to an aggregate nominal amount of £4,575,872.10,and shall expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 26 July 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

NOTICE OF ANNUAL GENERAL MEETING 2017 CONTINUED

18. THAT if Resolution 16 is passed, the Board be empowered in addition to any power granted under Resolution 17 to allot equity securities (as defined in the Companies Act 2006) (including the grant of rights to subscribe for, or to convert any securities into, equity securities) for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited to the allotment of equity securities and the sale of treasury shares for cash:

- a) up to a nominal amount of £4,575,872.10; and
- b) only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 26 July 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

19. THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than annual general meetings) on no less than 14 clear days' notice, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018, or on 26 July 2018, whichever is earlier.

20. THAT the Company be and it is hereby generally authorised pursuant to section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.10 each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Board of Directors of the Company may from time to time determine, provided that:

- a) the number of such Ordinary Shares hereby authorised to be acquired by the Company shall not exceed 91,517,442.
- b) the price that may be paid by the Company for any of its Ordinary Shares shall not be less than £0.10, being the nominal value of each Ordinary Share, and shall not be greater than the higher of, exclusive of expenses:
 - i. an amount equal to 105% of the average trading price of the Ordinary Shares as derived from the middle market quotations for an Ordinary Share on the London Stock Exchange Daily Official List for the five trading days immediately preceding the date on which a share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out; and

unless previously revoked, renewed, extended or varied, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or on 26 July 2018, whichever is the earlier, provided that the Company may effect purchases following the date on which the authority hereby conferred expires if such purchases are made pursuant to contracts for purchases of Ordinary Shares which are entered into by the Company on or prior to the date on which the authority hereby conferred expires.

By Order of the Board

Kevin Massie

Company Secretary
17 March 2017

Registered Office:
9 Chiswick Park
566 Chiswick High Road
London W4 5XT

Notes

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting ("AGM") in person, you should arrive at the venue in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Computershare Investor Services PLC (the "Registrar"), prior to being admitted to the AGM.

2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying Form of Proxy. If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chairman of the AGM) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Registrar by telephone on +44 (0) 370 703 6242 or by logging on to www.investorcentre.co.uk/contactus.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the AGM by marking the 'Vote Withheld' option when appointing their proxy. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.

The appointment of a proxy will not prevent a member from attending the AGM and voting in person if they wish.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 10 below.

3. Appointment of a proxy online

As an alternative to appointing a proxy using the Form of Proxy or CREST, members can appoint a proxy online at: www.investorcentre.co.uk/eproxy. In order to appoint a proxy using this website, members will need their Control Number, Shareholder Reference Number and PIN. This information is printed on the Form of Proxy. If for any reason a member does not have this information, they will need to contact the Registrar by telephone on +44 (0) 370 703 6242 or by logging onto www.investorcentre.co.uk/contactus. Members must appoint a proxy using the website no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting.

4. Appointment of a proxy using a Form of Proxy

A Form of Proxy for use in connection with the AGM is enclosed. To be valid, a Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting.

If you do not have a Form of Proxy and believe that you should have one, or you require additional Forms of Proxy, please contact the Registrar by telephone on +44 (0) 370 703 6242 or by logging on to www.investorcentre.co.uk/contactus.

5. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID 3RA50) no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy instructions.

NOTICE OF ANNUAL GENERAL MEETING 2017 CONTINUED

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

6. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

7. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

8. Entitlement to attend and vote

To be entitled to attend and vote at the AGM (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.00 p.m. on 24 April 2017 (or, if the AGM is adjourned, at 6.00 p.m. on the day two days (excluding non-working days) prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the AGM.

9. Votes to be taken by a poll

At the AGM all votes will be taken by a poll rather than on a show of hands. It is intended that the results of the poll votes will be announced to the London Stock Exchange and published on the Company's website Company's website as soon as possible after the conclusion of the AGM, and no later than 6.00 p.m. on 26 April 2017.

10. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

11. Website giving information regarding the Annual General Meeting

Information regarding the AGM, including information required by section 311A of the Act, and a copy of this notice of AGM is available from www.tulloil.com.

12. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

13. Voting rights

As at 15 March 2017, being the latest practicable date prior to the publication of this Notice the Company's issued share capital consisted of 915,174,420 ordinary shares, carrying one vote each. No shares are held by the Company in treasury. Therefore, the total voting rights in the Company as at 15 March 2017 were 915,174,420 votes.

14. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the AGM as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.

15. Further questions and communication

Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the AGM put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members who have any queries about the AGM should contact the Company Secretary by email on TullowCompanySecretary@tulloil.com.

Members may not use any electronic address or fax number provided in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

16. Documents available for inspection

The following documents will be available for inspection on the date of the AGM at the London offices of Tullow Oil plc at 9 Chiswick Park, 566 Chiswick High Road, London W4 5XT from 11.45 a.m. until the conclusion of the AGM:

- copies of all contracts of service under which Directors are employed by the Company or any of its subsidiary undertakings;
- copies of the Letters of Appointment of the Chairman and the non-executive Directors of the Company; and
- amended rules of the Tullow Incentive Plan.

In addition, a copy of the draft rules of the Tullow Incentive Plan referred to in Resolution 15 will be available for inspection from the date of this Notice until the conclusion of the AGM during normal business hours on any weekday at the London office of Tullow Oil plc (as above) and at the offices of Dickson Minto W.S. at Level 13, Broadgate Tower, 20 Primrose Street, London EC2A 2EW.

Tullow Oil plc

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